

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*

Debtors.<sup>1</sup>

PROMESA

Title III

Case No. 17 BK 3283-LTS

(Jointly Administered)

THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF THE COMMONWEALTH OF  
PUERTO RICO,

as agent of

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO

as representative of

THE COMMONWEALTH OF PUERTO RICO,

Plaintiff,

v.

BETTINA WHYTE,

as agent of

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO

Adv. Proc. No. 17-00257 (LTS)

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

as representative of  
  
THE PUERTO RICO SALES TAX FINANCING  
CORPORATION,  
  
Defendant.

**URGENT MOTION FOR LEAVE TO FILE COMMONWEALTH OF PUERTO  
RICO'S MOTION PURSUANT TO BANKRUPTCY RULE 9019 FOR ORDER  
APPROVING SETTLEMENT BETWEEN COMMONWEALTH OF PUERTO RICO  
AND PUERTO RICO SALES TAX FINANCING CORPORATION IN EXCESS PAGES**

To the Honorable United States District Court Judge Laura Taylor Swain:

The Commonwealth of Puerto Rico (the “Commonwealth”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as the Commonwealth’s representative pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),<sup>2</sup> respectfully submits this urgent motion (the “Urgent Motion”), for leave to file the *Commonwealth of Puerto Rico’s Motion Pursuant to Bankruptcy Rule 9019 for Order Approving Settlement Between Commonwealth of Puerto Rico and Puerto Rico Sales Tax Financing Corporation* (the “9019 Motion”) in excess of the page limit set forth in Paragraph I.E. of the *Sixth Amended Notice, Case Management and Administrative Procedures* [Case No. 17-3283-LTS, ECF No. 3804-1] (the “Case Management Procedures”).

**Jurisdiction and Venue**

1. The United States District Court for the District of Puerto Rico (the “Court”) has subject matter jurisdiction over this matter pursuant to PROMESA § 306(a).
2. Venue is proper pursuant to PROMESA § 307(a).

---

<sup>2</sup> PROMESA is codified at 48 U.S.C. §§ 2101-2241.

**Relief Requested**

3. Paragraph I.E. of the Case Management Procedures provides that “[u]nless prior permission has been granted . . . memoranda of law in support of motions . . . are limited to thirty-five (35) pages . . . .” Case Management Procedures ¶ I.E.

4. The Oversight Board seeks to file the 9019 Motion, pursuant to Paragraphs 4(n) and (j) of the Procedures Order, to seek an order of this Court approving the terms of the settlement and compromise of the Commonwealth-COFINA Dispute.<sup>3</sup> As further explained in the 9019 Motion, the settlement and compromise of the Commonwealth-COFINA Dispute is the culmination of extensive court-sanctioned mediation among numerous parties. Given the extensive history of the Commonwealth-COFINA Dispute, complexity of the novel issues involved, and the numerous parties and actions filed in connection with the Commonwealth-COFINA Dispute, the Oversight Board was unable to meet the thirty-five (35) page limit set forth in the Case Management Procedures while providing the Court the necessary summary of the terms of the settlement and compromise, and the salient background of the Commonwealth-COFINA Dispute that form the factual bases for approval of the terms of the settlement and compromise of the Commonwealth-COFINA Dispute pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure.

5. Accordingly, the Oversight Board respectfully requests leave to file the 9019 Motion with pages not to exceed fifty-two (52) pages, exclusive of the cover page, the table of contents, the table of authorities, the signature page, and exhibits.

6. The Oversight Board hereby certifies that there is a true need for urgent relief and that such urgency was not created through any lack of due diligence.

---

<sup>3</sup> All capitalized terms not otherwise defined herein have the meanings given to them in the 9019 Motion.

7. No prior request for the relief sought in this Urgent Motion has been made to this or any other court.

WHEREFORE the Oversight Board respectfully requests the Court to enter the Proposed Order attached as **Exhibit A**, granting the relief requested herein and all other relief as is just and proper.

Dated: October 19, 2018  
San Juan, Puerto Rico

Respectfully submitted,

/s/ Martin J. Bienenstock

Martin J. Bienenstock (*pro hac vice*)  
Brian S. Rosen (*pro hac vice*)  
Jeffrey W. Levitan (*pro hac vice*)  
Paul V. Possinger (*pro hac vice*)  
Ehud Barak (*pro hac vice*)  
Maja Zerjal (*pro hac vice*)  
**PROSKAUER ROSE LLP**  
Eleven Times Square  
New York, NY 10036  
Tel: (212) 969-3000  
Fax: (212) 969-2900

*Attorneys for the Financial Oversight and  
Management Board as representative for the  
Commonwealth*

/s/ Hermann D. Bauer

Hermann D. Bauer  
USDC No. 215205  
**O'NEILL & BORGES LLC**  
250 Muñoz Rivera Ave., Suite 800  
San Juan, PR 00918-1813  
Tel: (787) 764-8181  
Fax: (787) 753-8944

*Co-Attorneys for the Financial Oversight and  
Management Board as representative for the  
Commonwealth*

**Exhibit A**

**Proposed Order**

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*

Debtors.<sup>4</sup>

PROMESA

Title III

Case No. 17 BK 3283-LTS

(Jointly Administered)

THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF THE COMMONWEALTH OF  
PUERTO RICO,

as agent of

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO

as representative of

THE COMMONWEALTH OF PUERTO RICO,

Plaintiff,

v.

BETTINA WHYTE,

as agent of

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO

Adv. Proc. No. 17-00257 (LTS)

<sup>4</sup> The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

as representative of

THE PUERTO RICO SALES TAX FINANCING  
CORPORATION,

Defendant.

**ORDER ON URGENT MOTION FOR LEAVE TO FILE COMMONWEALTH OF  
PUERTO RICO'S MOTION PURSUANT TO BANKRUPTCY RULE 9019 FOR ORDER  
APPROVING SETTLEMENT BETWEEN COMMONWEALTH OF PUERTO RICO  
AND PUERTO RICO SALES TAX FINANCING CORPORATION IN EXCESS PAGES**

Upon the *Urgent Motion for Leave to File Commonwealth of Puerto Rico's Motion Pursuant to Bankruptcy Rule 9019 for Order Approving Settlement Between Commonwealth of Puerto Rico and Puerto Rico Sales Tax Financing Corporation in Excess Pages* (the "Urgent Motion");<sup>5</sup> and the Court having found it has subject matter jurisdiction over this matter pursuant to section 306(a) of PROMESA; and it appearing that venue in this district is proper pursuant to section 307(a) of PROMESA; and the Court having found that the Commonwealth provided adequate and appropriate notice of the Urgent Motion under the circumstances and that no other or further notice is required; and upon the record herein, after due deliberation thereon, the Court having found that good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED THAT:

1. The Urgent Motion is GRANTED as set forth herein.
2. The Oversight Board may file the 9019 Motion, not to exceed fifty-two (52) pages, exclusive of the cover page, the table of contents, the table of authorities, the signature page, and exhibits.

---

<sup>5</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Urgent Motion.

3. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: \_\_\_\_\_, 2018

---

HONORABLE LAURA TAYLOR SWAIN  
UNITED STATES DISTRICT COURT JUDGE